

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
JESSE ADELAAR,

12 CIV 3054 (FM)

Plaintiff,

-against-

SPROUT FOODS, INC.,

Defendant.  
-----X

DECLARATION OF DAVID  
B. "SCOTT" SCHIFF IN  
SUPPORT OF DEFENDANT'S  
MOTION FOR SUMMARY  
JUDGMENT

STATE OF NEW YORK    )  
                                  : ss.:  
COUNTY OF New York )

DAVID B. "SCOTT" SCHIFF declares:

1. I am over the age of 18 years and competent to testify in this proceeding.
2. I am a shareholder of Sprout Foods, Inc. (Sprout) and submit this Declaration based on my personal knowledge of the records of Sprout.
3. On or about October 1, 2010 my family and I were presented with an investment opportunity in Sprout. My family and I have made multiple investments in various companies over a period of years, through several entities that we control, and are thorough and sophisticated investors. As part of the due diligence I personally conducted for the \$900,000.00 investment we made in Sprout (which at the time, made us the second largest shareholder), I asked of Mark MacKenzie a/k/a Max MacKenzie (MacKenzie) whether any special arrangements, including side letter agreements with any shareholders existed and if so, did any such arrangement or side letter agreement provide any shareholders with any rights or preferential treatment that we would not have. This is a standard question that I ask in all of my due diligence requests and

when it is disclosed that any such preferential right exists, we always ask for the same treatment as the investor receiving any such preferential rights. MacKenzie represented that no such arrangements or side letters existed and that no shareholder was receiving any preferential treatment or special rights.

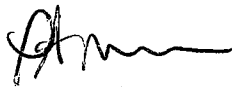
4. Based on this representation, I made the investments in Sprout.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 15, 2012

  
DAVID B. "SCOTT" SCHIFF

Sworn to before me this  
15<sup>th</sup> day of November, 2012



Notary Public

**PETER S. SAMAN**  
Notary Public, State of New York  
NO. 02SA6163801  
Qualified in Nassau County  
Commission Expires May 2, 2015